



1928 Eagle Crest Drive, Draper, Utah 84020
Telephone: (617) 512-8063
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Savannah Trust
Cost Center: S.II.E--Savannah AA Trustee Fees Expenses

Invoice Date: December 5, 2011

Invoice #:

Invoice Submitted To:

Greenfield Environmental Savannah Trust LLC
Trustee of the Savannah Environmental Response Trust
Savannah Administrative Account (Cost Center S.II.E--Savannah AA Trustee Fees & Expenses)
Attention: Marc Weinreich
Greenfield Environmental Trust Group, Inc.
1928 Eagle Crest Drive
Draper, UT 84020

Copies To:

Rob Yalen, USDOJ
Alan Tenenbaum, USDOJ
Mark Smith, Georgia EPD
Diane DeShazo, Georgia AG
Scott Denlinger, CBIZ
Peter Miller, PM Associates

Invoice Services:

Charges consist of professional fees incurred during the period from **Mar 1 to Mar 31, 2011**, by Greenfield Environmental Savannah Trust, as Trustee of the Savannah Environmental Response Trust, related to administration, management and general operations of the Savannah Trust. Such charges are to be paid from the Savannah Trust Administrative Account, Cost Center S.II.E.

Please Make Check Payable To:

Greenfield Environmental Trust Group, Inc.
1928 Eagle Crest Drive
Draper, UT 84020
T.I.N. # 04-3194865

Invoice Approved By:

Name Marc Weinreich

Title Vice President

Date 12/15/11



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Savannah Trust
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<u>Date</u>	<u>Cost Center</u>	<u>Time</u>	<u>Rate</u>	<u>Description:</u>	<u>Amount:</u>
Cynthia Brooks					
3/12/11	S.II.E--Savannah AA Trustee Fees & Expenses			Follow-up with Weinreich re PED fees for Savannah Trust	\$ 56.25
3/1/11	S.II.E--Savannah AA Trustee Fees & Expenses			Update re Savannah working capital	\$ 112.50
3/2/11	S.II.E--Savannah AA Trustee Fees & Expenses			Follow-up re request for Savannah funds from Treasury Partners	\$ 56.25
3/3/11	S.II.E--Savannah AA Trustee Fees & Expenses			Teleconference with Treasury Partners re wire transfer for Savannah; submit request and follow-up re issues of signed authorization; follow-up with David D'Amico and Weinreich; teleconference with JPMM re issues; discussions with Weinreich re third party HR	\$ 393.75
3/8/11	S.II.E--Savannah AA Trustee Fees & Expenses			Follow-up re child support documents	\$ 56.25
3/10/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review e-mails re pond ore; follow-up re considerations and concerns re proposed sale to Tronox	\$ 168.75
3/13/11	S.II.E--Savannah AA Trustee Fees & Expenses			Follow-up re Sam Alexander (TiO2); finalize/transmit cost breakdown for PED costs for Savannah	\$ 506.25
3/14/11	S.II.E--Savannah AA Trustee Fees & Expenses			Follow-up re Savannah PED (Tetra Tech, Bryan Cave, Ropes & Gray, etc.); review/discuss PED charges with Weinreich and Dabney; follow-up re same	\$ 393.75
3/17/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review draft of Savannah invoices and follow-up with Weinreich and Dabney re same; Review communications and follow-up with Weinreich re factoring proposal and other financing issues at Savannah; follow-up with Weinreich re allocation of responsibilities, etc.	\$ 281.25
Subtotal Brooks					\$ 2,025.00
Marc Weinreich					

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3/1/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/BB&T to discuss Accounts Receivable financing and concentration constraints affecting ability to obtain such financing; tcw/P Rowland to discuss various plant issues, including need for employment manager, ICEC, additional contribution for employees' health benefits, sale of scrap metal and spare parts, Georgia Power deposit, and related items; tcw/C Brooks and D Dabney to provide briefing on Savannah; tcw/Debtor and multiple parties to discuss Savannah Working Capital Statement; and participate in conf. call with Beneficiaries to provide status update	\$900.00
3/2/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review and respond to most recent invoice from ICEC; request wire of additional Administrative Account funds; tcw/P Rowland re various plant matters	\$168.75
3/3/11	S.II.E--Savannah AA Trustee Fees & Expenses			Email Bryan Cave re Air Liquide; tcw/BC lawyer re AL Lease	\$112.50
3/3/11	S.II.E--Savannah AA Trustee Fees & Expenses			Communications w/Treasury Partners re transfer of wired funds; email to TP with specific instructions; respond to email from Georgia EPD on site visit; email to Bryan Cave re labor lawyer; email to P Rowland re stakeholder meetings	\$731.25
3/4/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review and respond to various emails on plant operations; emails to beneficiaries re creation of sub-account and use for cash flow and turbine	\$956.25
3/8/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/P Rowland re ICEC; review and revise draft lease for Air Liquide; tcw/D Dabney re site	\$450.00
3/9/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/Bryan Cave labor lawyers to discuss negotiations with Union; tcw/factors to discuss possible loan against Savannah assets; email to Bryan Cave re CBA; tcw/P Rowland to discuss Tronox's interest in Ore	\$956.25
3/10/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review and respond to emails re Southern States payment of invoice; tcw/Accountant re allocation of costs between SAP and Trust; tcw/D Dabney to discuss multiple outstanding issues; draft email to Georgia EPD re Southern States payment terms	\$506.25

Savannah Trust
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3/10/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review and respond to emails re Ore and Tronox's interest in pilot test; revise NDA with factor and assemble material to transmit to same; tcw/D Dabney to discuss multiple outstanding issues; email to H&H Metals re Ore; communications with Bryan Cave re title work for Deptford Tract	\$956.25
3/11/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review various emails re on-site Ore; tcw/H&H Metals re Ore on site	\$281.25
3/11/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/D Dabney and P Rowland to discuss need for AR factor, steam generator status, union discussions, meeting with Savannah economic development team and related matters	\$337.50
3/13/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review and process various third-party invoices relating to Savannah facility	\$450.00
3/14/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/D Dabney to discuss Savannah issues; participate in conf call w/Bryan Cave to discuss revised CBA; tcw/D Dabney re Savannah Acid Plant; update Organizational Chart for use with factor; review various materials in preparation for next weeks meeting in Savannah; review all invoices for submission to United States and Georgia	\$1,518.75
3/15/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/Retirement Plan specialist to discuss options for benefits for plant employees in connection with CBA negotiations; complete credit card application for BB&T; participate in conf call with Georgia EPD; brief tcw/D Dabney re site issues; draft report sharing agreement with H&H Metals; review Consent Decree for Site; review other Savannah site documents and file materials in preparation for next week's meeting with Georgia EPD	\$1,181.25
3/16/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review and revise draft CBA	\$225.00
3/17/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review and respond to email on Agenda from JM; tcw/D Dabney re Savannah; email to M Wanta; emails to A Kandray of Tetra Tech; email to J Blackmon	\$450.00
3/18/11	S.II.E--Savannah AA Trustee Fees & Expenses			Call w/P Rowland; conf call w/P Rowland and Larry Li re sale of ore on site; tcw/A Kandray of Tetra Tech; tcw/City Manager's office; email to Diane of City Manager's office; revise Confidentiality Agreement for Metawise; email same and material on Ore to Metawise	\$1,293.75

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3/19/11	S.II.E--Savannah AA Trustee Fees & Expenses			Prepare powerpoint presentation for Savannah site visit	\$225.00
3/20/11	S.II.E--Savannah AA Trustee Fees & Expenses			Continue preparation of power point presentation for use with beneficiaries; travel to Savannah	\$1,800.00
3/21/11	S.II.E--Savannah AA Trustee Fees & Expenses			Meet with Union at Site; participate in meetings with beneficiaries at site; meetings with Philip and Joe (split 50% with ECA)	\$1,125.00
3/22/11	S.II.E--Savannah AA Trustee Fees & Expenses			Participate in meetings at site with Georgia EPD, Army Corps of Engineers, saltmarsh engineering company, historical staff, and economic development team (split 50% with ECA)	\$1,125.00
3/23/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/P Rowland to discuss follow-up from meetings; email to M Paque re telephone conference schedule; return travel from Savannah	\$1,968.75
3/24/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/P Rowland to discuss Union Contract, plant operations; revise Peplow contract; review revisions to Union Contract; email Beneficiaries re Union Contract consultation	\$450.00
3/25/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/Tronox to discuss potential sale of ore to Tronox; tcw/Ron Gray re Savannah Facility possible acquisition	\$225.00
3/28/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/P Rowland, Sam Alexander (Cristal) re interest in Site; follow-up on environmental and other Savannah issues; review signed Union contract; forward to BC labor lawyers; review requirements for establishment of Simple IRA; email same to staff to establish IRA for site workers	\$787.50
3/29/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review Saltmarsh Banking materials; follow-up communications on Saltmarsh Banking opportunity; review updated statement from Bryan Cave; review and revise Air Liquide updated lease form; transmit same to AL	\$450.00
3/30/11	S.II.E--Savannah AA Trustee Fees & Expenses			Tcw/Tetra Tech to discuss Savannah clean-up issues; email to A Kandray; draft NDA for use with prospective purchasers of Ore	\$337.50
3/30/11	S.II.E--Savannah AA Trustee Fees & Expenses			Emails re information on Simple IRA for Plant employees	\$56.25
3/31/11	S.II.E--Savannah AA Trustee Fees & Expenses			Review Dulany Marketing Agreement and email to Bryan Cave re same; tcw/Geosyntec re interest of client in property and saltmarsh credits; tcw/R Gray of PVS Chemicals about Property; review email and site history summary from WSP	\$450.00



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Subtotal Weinreich					\$20,475.00
Ty Griffith					
Subtotal Griffith		0			\$0.00
Total Fees					\$22,500.00